

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TEXACO INC.

(Exact name of issuer as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

74-1383447  
(I.R.S. Employer  
Identification No.)

2000 Westchester Avenue  
White Plains, New York  
(Address of principal executive offices)

10650  
(Zip Code)

TEXACO INC.  
STOCK INCENTIVE PLAN  
(Full title of the plan)

Carl B. Davidson  
Vice President and Secretary  
Texaco Inc.  
2000 Westchester Avenue  
White Plains, New York 10650

(Name and address of agent for service)

Telephone number, including area code, of agent for service (914) 253-4000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered*	Proposed Maximum Offering Price Per Share**	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
Common Stock, par value \$6.25 per share	12,000,000 shares	\$89.69	\$1,076,280,000.00	\$371,131.00

\* Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

\*\* Calculated pursuant to Rule 457(h) of the General Rules and Regulations under the Securities Act of 1933 solely for the purpose of computing the registration fee, based on the average of the high and low sale prices of the common stock of Texaco Inc. on the New York Stock Exchange Composite tape on August 26, 1996.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission ("SEC") are hereby incorporated by reference in this Registration Statement:

a) The Registrant's Annual Report filed on Form 10-K (SEC File No. 1-27) for the fiscal year ended December 31, 1995 (dated and filed March 28, 1996);

(b) The documents listed below, filed by the Registrant with the SEC (File No. 1-27) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended (the "Exchange Act") subsequent to December 31, 1995, contain the most recently published corporate and financial data regarding the Registrant, and are incorporated by reference in this Registration Statement:

(1) Form 8-K of the Registrant - date of earliest event reported, January 22, 1996 (dated and filed January 23, 1996),

(2) Form 8-K of the Registrant - date of earliest event

- reported, April 22, 1996 (dated and filed April 23, 1996),
- (3) Form 8-K of the Registrant - date of earliest event reported, July 22, 1996 (dated July 22, 1996 and filed July 23, 1996),
  - (4) The Registrant's Proxy Statement dated and filed March 28, 1996, issued in connection with the Registrant's 1996 Annual Meeting,
  - (5) Quarterly Report of the Registrant for the quarterly period ended March 31, 1996, filed on Form 10-Q (dated and filed May 10, 1996), and
  - (6) Quarterly Report of the Registrant for the quarterly period ended June 30, 1996, filed on Form 10-Q (dated August 12, 1996 and filed August 13, 1996); and

(c) The Registrant's (1) By-Laws as amended to and including February 26, 1993, containing a description of the common stock, filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1992 dated March 17, 1993, SEC File No. 1-27; and refiled for EDGAR purposes only as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994, and (2) the Rights Agreement dated as of March 16, 1989 between the Registrant and the Chase Manhattan Bank, N.A., as Rights Agent, containing a description of the Rights to purchase Series D Junior Participating Preferred Stock, filed as Exhibit 1 to the Registrant's Current Report on Form 8-K dated March 28, 1989, SEC File No. 1-27.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities being offered herein have been sold or which deregisters all securities then remaining unsold.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the provisions of Section 145 of the Delaware Corporation Law and Article V of the By-Laws of the Registrant, directors and officers of the Registrant are indemnified by the Registrant, under certain circumstances for certain liabilities and expenses.

The Registrant would recover indemnification payments under the provisions of its various directors and officers liability and company reimbursement insurance policies, subject to deductibles and other specified exclusions set forth in the policies. Further, directors or officers of the Registrant may recover directly under the policies in certain instances where the Registrant itself does not provide indemnification.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable

ITEM 8. EXHIBITS

See Index to Exhibits

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's Annual Report on Form 10-K pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Harrison, State of New York, on the 29th day of August, 1996.

TEXACO INC.

By: Carl B. Davidson  
-----  
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Peter I. Bijur ..... Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)  
William C. Bousquette ..... Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)  
Robert C. Oelkers ..... Comptroller  
(Principal Accounting Officer)

Directors:

Peter I. Bijur  
John Brademas  
Willard C. Butcher  
Edmund M. Carpenter  
Michael C. Hawley  
Franklyn G. Jenifer  
Allen J. Krowe  
Thomas S. Murphy  
Charles H. Price, II  
Robin B. Smith  
William C. Steere, Jr.  
Thomas A. Vanderslice  
William Wrigley

By: R. E. Koch  
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Attorney-in-fact for the above-named officers and directors  
Date: August 29, 1996  
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INDEX TO EXHIBITS

The exhibits designated by an asterisk are incorporated herein by reference to documents previously filed by Texaco Inc. with the Securities and Exchange Commission, SEC File No. 1-27.

Exhibit Number -----	Exhibit -----
*4(a)	Restated Certificate of Incorporation of Texaco Inc., as amended to and including November 9, 1994, filed as Exhibit 3.1 to Texaco Inc.'s Annual Report on Form 10-K for the year ended December 31, 1994 dated March 27, 1995, incorporated by reference.
*4(b)	By-Laws of Texaco Inc., as amended to and including February 26, 1993, filed as Exhibit 3.2 to Texaco Inc.'s Annual Report on Form 10-K for the year ended December 31, 1993; and refiled for EDGAR purposes only as Exhibit 3.2 to Texaco Inc.'s Annual Report on Form 10-K for the year ended December 31, 1994, dated March 27, 1995, incorporated by reference.
*4(c)	Rights Agreement dated as of March 16, 1989 between the Registrant and the Chase Manhattan Bank, N.A., as Rights Agent, containing a description of the Rights to purchase Series D Junior Participating Preferred Stock, filed as Exhibit 1 to the Registrant's Current Report on Form 8-K dated March 28, 1989, incorporated by reference.
23	Consent of Arthur Andersen LLP.
24.1 to 24.15	Powers of Attorney for certain Directors and officers of Texaco Inc. authorizing the signing of the registration statement on Form S-8 on their behalf.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 22, 1996 incorporated by reference in Texaco Inc.'s Annual Report on Form 10-K for the year ended December 31, 1995 and to all references to our Firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

New York, N.Y.  
August 29, 1996

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert E. Koch, Kjestine M. Anderson and Carl B. Davidson signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and director of Texaco Inc. (the "Company"), the Form S-8 Registration Statement (the "Form S-8") of the Company providing for the registration under the Securities Act of 1933 of shares of the Company's common stock that may be issued under the Company's Stock Incentive Plan and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute the Form S-8 and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto and timely file such documents with the United States Securities and Exchange Commission and any stock exchange or similar authority, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Peter I. Bijur  
\_\_\_\_\_  
Chairman of the Board  
and Chief Executive Officer  
Director



## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: William C. Bousquette

---

Senior Vice President  
and Chief Financial Officer

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By: Robert C. Oelkers

\_\_\_\_\_  
Comptroller

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: John Brademas

\_\_\_\_\_  
Director

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Willard C. Butcher

\_\_\_\_\_  
Director

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Edmund M. Carpenter

\_\_\_\_\_  
Director

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Michael C. Hawley

\_\_\_\_\_  
Director

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Franklyn G. Jenifer

\_\_\_\_\_  
Director

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Allen J. Krowe

\_\_\_\_\_  
Director



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- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute the Form S-8 and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto and timely file such documents with the United States Securities and Exchange Commission and any stock exchange or similar authority, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Thomas S. Murphy

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Director

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert E. Koch, Kjestine M. Anderson and Carl B. Davidson signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Texaco Inc. (the "Company"), the Form S-8 Registration Statement (the "Form S-8") of the Company providing for the registration under the Securities Act of 1933 of shares of the Company's common stock that may be issued under the Company's Stock Incentive Plan and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute the Form S-8 and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto and timely file such documents with the United States Securities and Exchange Commission and any stock exchange or similar authority, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Charles H. Price, II

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Director

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert E. Koch, Kjestine M. Anderson and Carl B. Davidson signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Texaco Inc. (the "Company"), the Form S-8 Registration Statement (the "Form S-8") of the Company providing for the registration under the Securities Act of 1933 of shares of the Company's common stock that may be issued under the Company's Stock Incentive Plan and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute the Form S-8 and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto and timely file such documents with the United States Securities and Exchange Commission and any stock exchange or similar authority, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Robin B. Smith

Director

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert E. Koch, Kjestine M. Anderson and Carl B. Davidson signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Texaco Inc. (the "Company"), the Form S-8 Registration Statement (the "Form S-8") of the Company providing for the registration under the Securities Act of 1933 of shares of the Company's common stock that may be issued under the Company's Stock Incentive Plan and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute the Form S-8 and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto and timely file such documents with the United States Securities and Exchange Commission and any stock exchange or similar authority, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: William C. Steere, Jr.

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Director

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert E. Koch, Kjestine M. Anderson and Carl B. Davidson signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Texaco Inc. (the "Company"), the Form S-8 Registration Statement (the "Form S-8") of the Company providing for the registration under the Securities Act of 1933 of shares of the Company's common stock that may be issued under the Company's Stock Incentive Plan and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto.
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute the Form S-8 and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto and timely file such documents with the United States Securities and Exchange Commission and any stock exchange or similar authority, and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: Thomas A. Vanderslice

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Director

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Robert E. Koch, Kjestine M. Anderson and Carl B. Davidson signing singly, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Texaco Inc. (the "Company"), the Form S-8 Registration Statement (the "Form S-8") of the Company providing for the registration under the Securities Act of 1933 of shares of the Company's common stock that may be issued under the Company's Stock Incentive Plan and any amendment or amendments to such Form S-8 and any other document in support thereof or supplemental thereto.
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- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 1996.

By: William Wrigley

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Director